FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** IFORM LIMITED OFFERING EXEMPTION

LICIIA			Serial
	DATE RECEIVE	ED	

Name of Offering (check/if this is an amendment and name has changed, and indicate chang USA Bristol Place, DST	ee.)
	ule 506 Section 4(6) ULOE
A. BASIC IDENTIFICATION DAT	·A
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate changed USA Bristol Place, DST	e.)
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Five Financial Plaza, Suite 105, Napa, CA 94558	(800) 611-1160
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code) PROCESSED
Brief Description of Business The acquisition, lease and sale of real property held by Delaware Statutory Trust.	PROCESSED JUN 2 2 2005
Type of Business Organization ☐ corporation ☐ limited partnership, already formed ☐ business trust ☐ limited partnership, to be formed	THONISON THO OTHER OTHER THONISON OF THE OTHER O
Actual or Estimated Date of Incorporation or Organization: Month Year	
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under 15 U.S.C. 77d(6).	Regulation D or Section 4(6), 17 CFR 230.501 et seq. or
When to File: A notice must be filed no later than 15 days after the first sale of securities in the Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC after the date on which it is due, on the date it was mailed by United States registered or certifie	at the address given below or, if received at that address
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington	, D.C. 20549
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be photocopies of the manually signed copy or bear typed or printed signatures.	be manually signed. Any copies not manually signed
Information Required: A new filing must contain all information requested. Amendments need changes thereto, the information requested in Part C, and any material changes from the information need not be filed with the SEC.	
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULC ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice wi are to be, or have been made. If a state requires the payment of a fee as a precondition to the cla accompany this form. This notice shall be filed in the appropriate states in accordance with stat this notice and must be completed.	ith the Securities Administrator in each state where sales aim for the exemption, a fee in the proper amount shall
ATTENTION	
	al examption. Conversally failure to file the
Failure to file notice in the appropriate states will not result in a loss of the federal potice will not result in a loss of an available state exemption	

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

filing of a federal notice.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) U.S. Advisor, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 105, Napa, CA 94558 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) MBS Strategic Acquisitions, LLC Business or Residence Address (Number and Street, City, State, Zip Code) One Galleria Blvd., Suite 1950, Metairie, LA 70001 ☐ Executive Officer ☐ Director Check Box(es) that Apply: ☐ Beneficial Owner ☐ General and/or Managing Partner Full Name (Last name first, if individual) CB Richard Ellis Investors, L.L.C. Business or Residence Address (Number and Street, City, State, Zip Code) 865 S. Figueroa Street, Suite 3500, Los Angeles, CA 90017 Check Box(es) that Apply: ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) CB Richard Ellis Investors/U.S. Advisor, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 105 Napa, CA 94558 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Executive Officer Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner ☐ Executive Officer ☐ General and/or Check Box(es) that Apply: □ Promoter □ Director Managing Partner Full Name (Last name first, if individual)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Business or Residence Address (Number and Street, City, State, Zip Code)

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	B. INFORMATION ABOUT OFFERING	
	B. INFORMATION ABOUT OFFERING	

											Yes	No
1. Has t	the issuer s	old, or doe	s the issuer	intend to	sell, to non	-accredited	l investors	in this offe	ring?			\boxtimes
			A	nswer also	in Append	lix, Colum	n 2, if filing	g under UL	OE.			
2. Wha	t is the min	imum inve	estment that	will be ac	cepted from	m any indi	vidual?		*******************		. \$ 120,0	00*
					•	•						
3. Does	the offerin	ng permit j	oint owners	ship of a si	ngle unit?		••••••				Yes . ⊠	No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)												
Full Nar	me (Last na	ame first, i	f individual)								
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^{*} A smaller amount may be accepted by the trust, in its sole discretion. CHICAGO_1267630_4

B. INFORMATION ABOUT OFFERING													
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?											Yes	No ⊠	
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.				
2. Wha	t is the min	imum inve	stment tha	t will be ac	cepted from	m any indi	vidual?				\$ 120,0	00*	
											Yes	No	
3. Does	s the offerir	ng permit j	oint owners	ship of a si	ngle unit?					••••••			
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)													
Full Name (Last name first, if individual) Kosmicki, John													
Business or Residence Address (Number and Street, City, State, Zip Code)													
1120 East Long Lake Road, Suite 100, Troy, MI 48085													
Name of Associated Broker or Dealer Ouestar Capital Corporation													
Questar Capital Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
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				В.	INFORMA	ATION ABO	OUT OFFE	RING				
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.											Yes	No
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				В.	INFORMA	ATION ABO	OUT OFFE	RING				
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.											Yes 	No
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				B.	INFORMA	ATION AB	OUT OFFE	RING					
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											Yes	No	
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[AL]	[AK]	[AZ]	[AR]	[CA]			[DE]			[GA]	[HI]	[ID]	
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
	ame (Last na lson, Patri		f individua	1)									
	ss or Reside		ss (Numbe	r and Stree	t City Sta	te Zin Co	de)						
23	1 Sansome	Street, 4	th Floor, S		-	-					- ·		
	of Associate		or Dealer										
	nite Pacific		d Hac Salie	itad or Inte	anda to Col	ioit Durcho	6026						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)											🔲 All States		
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]	

^{*} A smaller amount may be accepted by the trust, in its sole discretion. CHICAGO_1267630_4

				В.	INFORMA	TION ABO	OUT OFFE	RING				
l. Has tl	ne issuer s	old, or doe			sell, to non				•		Yes	N E
2. What	is the min	imum inve			• •	•					. \$ 120.0	00*
					, oop to a 1. o.						Yes	N
3. Does	the offerin	ng permit j	oint owners	ship of a si	ngle unit?				•••••	•••••		
comm offeri and/o	nission or ng. If a po r with a st	similar ren erson to be ate or state	nested for expension : listed is an is, list the n a broker o	for solicita associated ame of the	tion of pure d person or broker or o	chasers in a agent of a dealer. If n	connection broker or coording that	with sales lealer regis ve (5) pers	of securition tered with ons to be li	the SEC sted are		
	ne (Last na off, Dave	ame first, i	f individual)								
Business	or Reside		ss (Number				•			 		
-			Suite 230	, San Die	go, CA 92	2122-596	1					
		ed Broker o										
		inancial Gi	d Has Solic	itad on Inte	anda ta Cali	oit Durcho	2000					
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MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA
RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PF
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	litz, Greg											
			ss (Number				le)					
		ed Broker o	Road, #10	20, w ayi	ic, FA 19	067						
	rton Equit		n Dealei									
		•	d Has Solic	ited or Inte	ends to Soli	icit Purcha	sers					
(Che	ck "All St	ates" or ch	eck individ	ual States)						•••••	🔲 Al	l State
AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	CT	[DE]	[DC]	[FL]	[GA]	[HI]	[ID
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Investors Capital Corporation

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				В.	INFORMA	ATION AB	OUT OFFE	RING					
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.											Yes	No	
2. Wha	nt is the mir	imum inve						-			\$ 120,0	00*	
											Yes	No	
										,	🛛		
com: offer and/	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)												
	me (Last na Ivorson, J		f individua	1)									
	ss or Reside		•			te, Zip Co	de)						
20 Corporate Park, Ste. 160, Irvine, CA 92606 Name of Associated Broker or Dealer Regency Securities													
States in	n Which Pe	rson Liste											
,				ŕ							[] Al [HI]	1 States	
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN]												[ID] [MO]	
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	eck "All St										_	1 States	
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^{*} A smaller amount may be accepted by the trust, in its sole discretion. CHICAGO_1267630_4

				В.	INFORMA	ATION AB	OUT OFFE	RING				
											Yes	N
1. Has t	he issuer s	sold, or doe	s the issue	r intend to	sell, to non	-accredited	d investors	in this offe	ring?		🗆	
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.			
2. What	t is the mir	nimum inve	estment tha	t will be a	ccepted from	m any indi	vidual?				\$ 120,0	00*
							•				Yes	N
3. Does	the offeri	ng permit j	oint owner.	ship of a si	ngle unit?							[
4 Ento	tha infor	notion root	vacted for a	och nercon	uuha has h	aan or will	ho maid am	airon dina	othi or ind	irectly, any		
							connection					
offer	ing. If a p	erson to be	listed is ar	associate	d person or	agent of a	broker or o	lealer regis	tered with	the SEC		
							nore than finformation					
			f individua		oa may set	Total the h		TOT LITAL OF	oner or uea	omy.		
	ne (Last n gner, Eric		i maividua	1)								
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			Arbor, MI									
		ed Broker o	or Dealer									
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			f individua	1)								
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States in	Which Po	erson Liste	d Has Solic	ited or Inte	ends to Sol	icit Purcha	sers					
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	ton, Kenr			,								
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	2 C Door	om Ava	Campbell	CA 051	12	-						

First Montauk Financial

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [NY][MT] [NE] [NV] [NH] [NJ] [NM] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [WY] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [PR]

^{*} A smaller amount may be accepted by the trust, in its sole discretion. CHICAGO_1267630_4

				В.	INFORMA	ATION ABO	OUT OFFE	RING				
											Yes	N
1. Has	the issuer s	sold, or doe	s the issue	r intend to	sell, to non	-accredited	d investors	in this offe	ring?	••••	🗆	Σ
			Α	inswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.			
2. Wha	t is the mir	nimum inve	stment tha	t will be a	ccepted from	m any indi	vidual?				\$ 120,0	00*
											Yes	N
3. Does	the offeri	ng permit j	oint owner	ship of a si	ngle unit?					•••••		
4 Ente	r the inform	nation real	ested for e	ach nerson	who has b	een or will	he naid or	given dire	ctly or indi	irectly any		
com	nission or	similar ren	nuneration	for solicita	tion of pur	chasers in	connection	with sales	of securitie	s in the		
					d person or							
					broker or our broker or broker							
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		ed Broker o										
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		ed Broker o	. 200.01									
		r & Compa										
					ends to Sol		sers	•				1 State
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[MS]	[PA
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Berthel Fischer & Company

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [HI] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NV] [NM] [OK] [PA] [NE] [NH] [NJ] [NY] [NC] [ND] [OH] [OR] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

^{*} A smaller amount may be accepted by the trust, in its sole discretion. CHICAGO_1267630_4

				В.	INFORMA	ATION ABO	OUT OFFE	RING				
1. Has	the issuer s	old, or doe					l investors n 2, if filin				Yes	No
2. Wha	t is the min	imum inve	stment tha	t will be ac	cepted from	m any indi	vidual?				. \$ 120,0	00*
											Yes	No
3. Does	s the offerin	ng permit j	oint owners	ship of a si	ngle unit?		•••••				. 🛛	
commoffer and/	r the inform mission or ring. If a poor or with a st ciated perso	similar ren erson to be ate or state	nuneration: listed is an s, list the n	for solicita associated ame of the	tion of pure I person or broker or e	chasers in agent of a dealer. If n	connection broker or on nore than fi	with sales lealer regis ve (5) pers	of securitie tered with ons to be li	the SEC sted are		
	me (Last na ver, Larry		findividual)								
	s or Reside		ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	de)					
	1 North T	-		, Santa A	na, CA 92	2705						
	f Associate L Financia											
	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)									All States		
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
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Name o	f Associate L Financia	d Broker o	r Dealer	,								
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

3.11 of 9

^{*} A smaller amount may be accepted by the trust, in its sole discretion. CHICAGO_1267630_4

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged			
	Type of Security	Aggregat Offering Pr		Amount Already Sold
	Debt	\$ 0		\$ 0
	Equity	\$ 0		\$ 0
	☐ Common ☐ Preferred	•		•
	Convertible Securities (including warrants)	\$0	<u>.</u>	\$ 0
	Partnership Interests	\$ 0		\$0
	Other (Specify Individual beneficial interests in Delaware Statutory Trust)	\$ 12,000,000		\$ 12,000,000
	Total	\$ 12,000,000		\$ 12,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate
		Number Investors		Dollar Amount of Purchases
	Accredited Investors	51		\$ 12,000,000
	Non-accredited Investors	0		\$ 0
	Total (for filings under Rule 504 only)			\$
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.			
	Type of Offering	Type of Security		Dollar Amount Sold
	Rule 505			\$
	Regulation A			<u>\$</u>
	Rule 504			\$
	Total			\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees		\boxtimes	\$ 0
	Printing and Engraving Costs		\boxtimes	\$ 0
	Legal Fees		\boxtimes	\$ 75,000
	Accounting Fees	•••••	\boxtimes	\$ 0
	Engineering Fees		\boxtimes	\$ 0
	Sales Commission (specify finders' fees separately)		\boxtimes	\$ 960,000
	Other Expenses (identify) Closing/Finance/Acquisition Costs.		\boxtimes	\$ 1,275,043
	Total		\boxtimes	\$ 2,310,043

C. OFFERING PRIC	CE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
and total expenses furnished in respons	gate offering price given in response to Part C – Quee e to Part C – Question 4.a. This difference is the "adj	justed	\$ 9,609,957
Indicate below the amount of the adjust each of the purposes shown. If the amo check the box to the left of the estimate gross proceeds to the issuer set forth in	e and		
		Payments to Officers, Directors & Affiliates	Payments To Others
Salaries and fees		⊠ \$0	∑ \$0
Purchase of real estate		⊠ \$0	\$ 8,641,457
Purchase, rental or leasing and insta	allation of machinery and equipment	S 0	⊠ <u>\$0</u>
Construction or leasing of plant bui	ldings and facilities	⊠ <u>\$0</u>	⊠ \$0
offering that may be used in exchar	cluding the value of securities involved in this age for the assets or securities of another issuer	⊠ \$0	⊠ <u>\$0</u>
Repayment of indebtedness		⊠ \$0	⊠ \$ 0
Working capital		⊠ \$ 0	≤ \$150,000
Other (specify): Acquisition Fee		\$ 898,500	⋈ \$ 0
Column Totals			\$8,791,457
Total Payments Listed (column total	ls added)	⊠ <u>\$</u>	9,689,957
	D. FEDERAL SIGNATURE		
following signature constitutes an undertaking	signed by the undersigned duly authorized person. It is by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursua	Exchange Commiss	ion, upon written
Issuer (Print or Type)	Signature	Date	
USA Bristol Place, DST	MBan In IL	6/13/0	5
Name of Signer (Print or Type)	Title of Signer (Print or Type)	7-7-	
Beau Van Deren	Sénior Vice President — Chief Financial Officer Bristol Place, DST	, U.S. Advisor, LLC	, as Trustee of USA

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
Is any party described in 17 CFR 230.26 of such rule?	Yes	No ⊠	
	See Appendix, Column 5, for state response.		
2. The undersigned issuer hereby undertake Form D (17 CFR 239.500) at such times	es to furnish to any state administrator of any state in which this notic as required by state law.	e is filed, a not	ice on
The undersigned issuer hereby undertak issuer to offerees.	es to furnish to the state administrators, upon written request, infor	mation furnish	ed by the
Limited Offering Exemption (ULOE) of	e issuer is familiar with the conditions that must be satisfied to be en f the state in which this notice is filed and understands that the issuer slishing that these conditions have been satisfied.		
The issuer has read this notification and knundersigned duly authorized person.	ows the contents to be true and has duly caused this notice to be sig	gned on its beh	alf by the
Issuer (Print or Type)	Signature Date		
USA Bristol Place, DST	Mental 6/	12/61	_
Name (Print or Type)	Title (Print or Type)		
Beau Van Deren	Seniot Vice President — Chief Financial Officer, U.S. Advisor, L	LC, as Trustee	of USA

Bristol Place, DST

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to non-ac	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2) Number of Number of					
State	Yes	Na		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	A 0.1.m#	Yes	No	
AL		No		investors	Amount	investors	Amount		N₀ □	
AK										
AZ		⊠	Beneficial interests in Delaware Statutory Trust - \$12,000,000	5	\$1,205,631.76	0	N/A		⊠	
AR										
CA		⊠	Beneficial interests in Delaware Statutory Trust - \$12,000,000	31	\$7,797,458.75	0	N/A		⊠	
СО				-						
СТ		×	Beneficial interests in Delaware Statutory Trust - \$12,000,000	1	\$150,000	0	N/A		⊠	
DE										
DC										
FL		×	Beneficial interests in Delaware Statutory Trust - \$12,000,000	3	\$558,998.13	0	N/A		×	
GA							_			
НІ										
ID										
IL										
IN										
IA										
KS										
KY										
LA										
ME										
MD		×	Beneficial interests in Delaware Statutory Trust - \$12,000,000	1	\$120,000.00	0	N/A		☒	

APPENDIX

						4				
1		2	3 Type of cecurity			Disqual	ification ate ULOE			
	to non-a	to sell ccredited s in State Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Number of Accredited Non-Accredited Investors Amount Investors Amount				Yes	No	
MA		⊠	Beneficial interests in Delaware Statutory Trust - \$12,000,000	3	\$756,551.36	0	N/A			
MI										
MN		⊠	Beneficial interests in Delaware Statutory Trust - \$12,000,000	1	\$120,000	0	N/A		⊠	
MS										
МО										
MT										
NE										
NV										
NH										
NJ		\boxtimes	Beneficial interests in Delaware Statutory Trust - \$12,000,000	1	\$510,000	0	N/A		⊠	
NM										
NY		⊠	Beneficial interests in Delaware Statutory Trust - \$12,000,000	1	\$147,000	0	N/A		⊠	
NC		⊠	Beneficial interests in Delaware Statutory Trust - \$12,000,000	1	\$144,000	0	N/A		☒	
ND							·			
ОН										
ОК										
OR		⊠	Beneficial interests in Delaware Statutory Trust - \$12,000,000	1	\$170,000	0	N/A		⊠	
PA										
RI										
SC										

APPENDIX

1	Intend to non-a	to sell coredited is in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
SD		⊠	Beneficial interests in Delaware Statutory Trust - \$12,000,000	1	\$200,000	0	N/A		⊠	
TN										
TX										
UT										
VT										
VA										
WA		⊠	Beneficial interests in Delaware Statutory Trust - \$12,000,000	1	\$120,360	0	N/A		⊠	
wv										
WI										
WY										
PR										